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Thomas C. Santoro
Attorney at Law

1700 Wells Road, Suite 5 • Orange Park, Florida 32073
Telephone (904) 278-8713 Facsimile (904) 278-8768

January 20, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-01/22/98--01117--007
*****70.00 *****70.00

RE: PYLES, INC.

Dear Sir/Madame:

Please find the enclosed for filing the following:

1. Articles of Incorporation
2. Assignment By the Sole Incorporator
3. Certificate of Designation of Registered Agent

I have also enclosed my check in the amount of \$70.00 to cover your filing fee for same. Please file stamp the additional copy that I have enclosed and return same in the enclosed self-addressed stamped envelope.

Should you have any questions or need anything additional, please give me a call.

Very truly yours,

THOMAS C. SANTORO

TCS/mcb
enc.

D. BROWN JAN 26 1998

ARTICLES OF INCORPORATION
OF
PYLES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 AM 9:40

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: PYLES, INC.

The address of the principal office of this corporation shall be 1519 49th Street East, Palmetto, Florida 33561, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1700 Wells Road, Suite 5, Orange Park, Florida 32073, and the name of the initial registered agent of the corporation at that address is Thomas C. Santoro, Attorney at Law.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to

any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

President/Secretary: Ben Pyles
1519 49th Street East
Palmetto, FL 33561

Vice-President: Mason Pyles
1519 49th Street East
Palmetto, FL 33561

Treasurer: Rodger Pyles
1519 49th Street East
Palmetto, FL 33561

ARTICLE VII. SPECIAL PROVISION

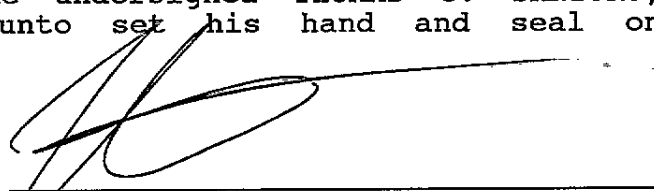
This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

THOMAS C. SANTORO, ATTORNEY AT LAW
1700 Wells Road, Suite 5
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned THOMAS C. SANTORO, ATTORNEY AT LAW, has hereunto set his hand and seal on January 20, 1998.



THOMAS C. SANTORO, ESQUIRE
Florida Bar No. 0784915
1700 Wells Road, Suite 5
Orange Park, Florida 32073
(904)278-8713

ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
PYLES, INC.

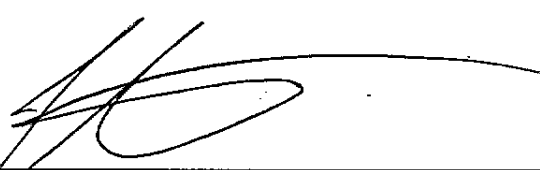
THOMAS C. SANTORO, ATTORNEY AT LAW, as sole incorporator, for value received, hereby assigns any and all rights it may have as such incorporator to the following:

BE PYLES

MASON PYLES

RODGER PYLES

Dated: January 20, 1998



THOMAS C. SANTORO, ESQUIRE
Florida Bar No. 0784915
1700 Wells Road, Suite 5
Orange Park, Florida 32073
(904)278-8713

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: PYLES, INC.
2. The name and address of the registered agent and office is:

THOMAS C. SANTORO, ATTORNEY AT LAW
1700 WELLS ROAD, SUITE 5
ORANGE PARK, FLORIDA 32073
(904)278-8713

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 1st day of January, 1998.


THOMAS C. SANTORO, ESQUIRE